



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF

ILLINOIS BELL TELEPHONE COMPANY

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.*

*at the City of Springfield, this 21st
day of MARCH AD 1990 and
of the Independence of the United States
the two hundred and 14th.*

Jim Edgar

SECRETARY OF STATE

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
Reorganized as a Close
Corporation

File # 0127-043-5

This Space For Use By Secretary of State	
Date	3-21-90
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	MO

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is ILLINOIS BELL TELEPHONE COMPANY
(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on February 27
19 90 in the manner indicated below. ("X" one box only.)

- ☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- ☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- ☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment. (Note 4)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- ☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

PAID

MAR 22 1990

All changes other than name, include on page 2
(over)

Page 2
Resolution

See Attachment A

ATTACHMENT A

RESOLVED, that the Restated Articles of Incorporation of Illinois Bell Telephone Company be amended as follows:

- A. The heading hereby is amended to be and read as follows:

"RESTATED ARTICLES OF INCORPORATION
OF
ILLINOIS BELL TELEPHONE COMPANY
REORGANIZED AS A CLOSE CORPORATION"

- B. The following articles hereby are added thereto and shall read as follows:

"V The corporation elects to become a close corporation under The Close Corporation Act of the State of Illinois.

VI All of the issued shares of each class of stock shall be subject to the following restrictions on transfer:

No holder of shares shall sell, assign or otherwise dispose of any shares of stock of this corporation to any person, firm, corporation or association without first offering said shares of stock for sale to the corporation at a price representing the true book value thereof at the time of said offer and the corporation shall have the right to purchase the same by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer. In the event that the corporation does not accept the offer to sell such shares within thirty (30) days after receipt of the written notice of said offer, the shares shall next be offered for sale to the other shareholders of said corporation at a price representing the true book value thereof at the time of said offer and such other shareholders shall have the right to purchase the same by the payment of such purchase price at any time within thirty (30) days after receipt of written notice of said offer.

Compliance with the foregoing terms and conditions in regard to the sale, assignment, transfer or other disposition of the shares of stock of this corporation shall be a condition precedent to the transfer of such shares of stock on the books of this corporation.

VII The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors, as permitted under section 1212 of The Close Corporation Act of the State of Illinois. The shareholders may exercise all such powers of the corporation and do all such lawful acts and things as the corporation might do.

So long as this provision continues in effect:

- (a) No meeting of shareholders need be called to elect directors;
- (b) The shareholders of the corporation shall be deemed to be directors for the purposes of applying provisions of the Business Corporation Act of 1983 of the State of Illinois, as now or hereafter amended; and
- (c) The shareholders of the corporation shall be subject to all liabilities of directors."

ARTICLE THREE The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No change

ARTICLE FOUR (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change

(b) The amount of paid-in capital (Paid in Capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

Before Amendment After Amendment

Paid-in Capital \$ _____ \$ _____

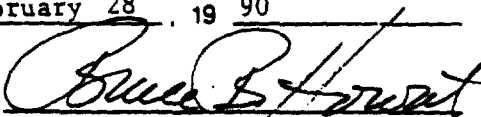
(Complete either Item 1 or 2 below)

(1) The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

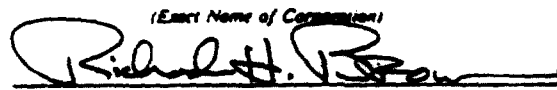
Dated February 28, 19 90

ILLINOIS BELL TELEPHONE COMPANY

attested by


(Signature of Secretary or Assistant Secretary)

by


(Signature of President or Vice President)

Bruce B. Howat, Assistant Secretary

(Type or Print Name and Title)

Richard H. Brown, President

(Type or Print Name and Title)

(2) If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

NOTES and INSTRUCTIONS

- NOTE 1 State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2 Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3 Directors may adopt amendments without shareholder approval in only six instances, as follows:
(a) to remove the names and addresses of directors named in the articles of incorporation;
(b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
(c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
(d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
(e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
(f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4 All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5 When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form BCA-10.30

File No

0127-0435

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stated Articles \$100.00

FILED

MAR 21 1990

Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

Form **BCA-5.10**
NFP-105.10

Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

Remit payment in check or money
order, payable to "Secretary of State."

**STATEMENT OF CHANGE
OF REGISTERED AGENT
AND/OR REGISTERED OFFICE**

FILED

MAY 12 1995

**GEORGE H. RYAN
SECRETARY OF STATE**

PAID

MAY 12 1995

File # **0127-043-5**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **5-12-95**

Filing Fee \$ 5

Approved: *[Signature]*

- CORPORATE NAME: Illinois Bell Telephone Company
- STATE OR COUNTRY OF INCORPORATION: Illinois
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (*Before Change*):

Registered Agent	<u>Edward</u>	<u>A.</u>	<u>Butts</u>
	First Name	Middle Name	Last Name
Registered Office	<u>225</u>	<u>W. Randolph, Hdqts. 28B</u>	
	Number	Street	Suite No. (A P.O. Box alone is not acceptable)
	<u>Chicago</u>	<u>60606</u>	<u>Cook</u>
	City	Zip Code	County

- Name and address of the registered agent and registered office shall be (*After All Changes Herein Reported*):

Registered Agent	<u>C T CORPORATION SYSTEM</u>	
	First Name	Middle Name
Registered Office	<u>c/o C T CORPORATION SYSTEM, 208 S. La Salle Street</u>	
	Number	Street
	<u>Chicago</u>	<u>60604</u>
	City	Zip Code

- The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
- The above change was authorized by: ("*X*" one box only)
 - ☒ By resolution duly adopted by the board of directors. (Note 5)
 - ☐ By action of the registered agent. (Note 6)

NOTE: When the registered agent changes, the signatures of both President and Secretary are required.

- (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated	<u>May 10</u>	<u>19, 95</u>	<u>Illinois Bell Telephone Company</u>
			(Exact Name of Corporation)
attested by	<i>[Signature]</i>	by	<i>[Signature]</i>
	(Signature of Secretary or Assistant Secretary)		(Signature of President or Vice President)
	<u>Vice President & Secretary</u>		<u>Vice President</u>
	(Type or Print Name and Title)		(Type or Print Name and Title)

- (If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated

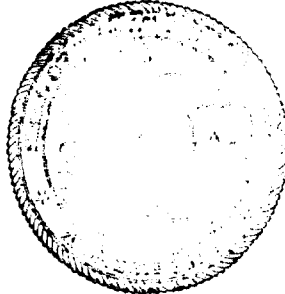
EXPEDITE!
MAY 12 1995

100-400000-0000

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of twenty pages, as taken from the original on file in this office.



George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: June 29, 1993

BY: Mitchell Chace

EXPEDITED
SECRETARY OF STATE

JUN 29 1993

EXP. FEES 25.00
COPY - CERT. 15.00

Exhibit 3

Exhibits 3-11 to this application duplicate, respectively, Exhibits 3-11 to the Form 704 applying for the Commission's consent to transfer control of the licenses held by Wisconsin Bell, Inc. (call signs KB9805, et al.) from Ameritech Corporation to SBC Communications Inc. ("Lead 704"). The two Forms 704 have been filed concurrently. Accordingly, Exhibits 3-11 to the Lead 704 are incorporated herein by reference.

DOCUMENT OFF-LINE

This page has been substituted for one of the following:

- o An oversize page or document (such as a map) which was too large to be scanned into the RIPS system.

- o Microfilm, microform, certain photographs or videotape.

- ☒ Other materials which, for one reason or another, could not be scanned into the RIPS system.

The actual document, page(s) or materials may be reviewed by contacting an Information Technician. Please note the applicable docket or rulemaking number, document type and any other relevant information about the document in order to ensure speedy retrieval by the Information Technician.

AMERITECH CORPORATION AND SBC COMMUNICATIONS INC.
TRANSFER OF CONTROL APPLICATIONS

37 APPLICATIONS FILED DATED JULY 24, 1998, CONSISTING OF APPROXIMATELY 2,400 PAGES.

Wednesday, October 07, 1998

98-141

Page 1

Document Dated	Name of Applicant	Law Firm Name	Attorney/Author Name	File Number	Doc Type	Receipt/Adopted/Issued
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KB9808 ET A	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	WMS695 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	WMJ427 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KA2886 ET A	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKA498 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KD7581 ET A	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.		AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKM413	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KDS485 ET A	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KDN408 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKA549 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKA231 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKA222 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKA234	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKN201	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKN570 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKN996 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KNKA777 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KAA888 ET A	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KA68672 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KB25186 ET	AP	9/25/98
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9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	WPEJ853 ET	AP	9/25/98
9/25/98	SBC COMMUNICATIONS, INC	ARNOLD & PORTER	HORTON, PHILIP W.	KB9805 ET A	AP	9/25/98